

Goetz Fitzpatrick LLP
One Pennsylvania Plaza, 44th Floor
New York, New York 10119
(212) 695-8100
By: Gary M. Kushner, Esq.

*Proposed Attorneys for the Debtor
and Debtor in Possession*

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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In re:

Chapter 11

OTR MEDIA GROUP INC.,

Case No. 1-11-47385 (ESS)

Debtor.
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**AFFIRMATION IN SUPPORT OF APPLICATION FOR RETENTION OF
GOETZ FITZPATRICK LLP AS DEBTOR’S COUNSEL**

GARY M. KUSHNER, ESQ., an attorney duly admitted to practice in the State of
New York and before this Court, hereby affirms the following subject to penalties of perjury:

1. I am a partner of Goetz Fitzpatrick LLP (the “GFLLP”), with offices at One
Pennsylvania Plaza, 44th Floor, New York, New York 10119.

2. To the best of my knowledge, information and belief after reasonable inquiry,
GFLLP has no present connection with any creditors of the above-named Debtor, any party in
interest or their respective attorneys except as stated below.

3. GFLLP presently serves as counsel for 203 17th Realty LLC, Sakele Brothers,
LLC, One Maiden Lane Realty, LLC, 848 Fulton Realty Corp., Ming Sheng Inc., Gotham Broad,
LLC, Fotini Theohandu and Phillipe Joceline who are plaintiffs in an action against The City of
New York, New York Department of Buildings, The New York City Environmental Control

Board and other individuals who officiate at these agencies which is pending in the United States District Court, Eastern District of New York under 11-CV-1392 (Amon, J) (the “§1983 Litigation”).

4. The plaintiffs in the §1983 Litigation have potential indemnification claims against the Debtor. However, in the §1983 Litigation, the plaintiffs have brought their own independent claims against the defendants asserting due process and equal protection claims in violation of the Fifth and Fourteenth Amendments to the United States Constitution and actionable under 42 U.S.C. §1983.

5. GFLLP believes that its representation of the plaintiffs in the §1983 Litigation is not adverse to the Debtor, its estate or its creditors, but rather, would mitigate against the potential claims of these persons or entities against the Debtor.

6. Upon information and belief, each of the plaintiffs in the §1983 Litigation has retained or will retain separate counsel to represent their respective interests and claims against the Debtor.

7. To the best of my knowledge and belief made after reasonable inquiry, GFLLP does not represent any other entities that are claimants or interest holders of the Debtor in matters unrelated to the Debtor’s pending chapter 11 case.

8. I have reviewed the list of the Debtor’s creditors and parties in interest which was provided to me by the Debtor. I have been able to determine that I have never personally represented any of the Debtor’s creditors.

9. The undersigned is the attorney who will bear the primary responsibility for the representation of the Debtor in this chapter 11 proceeding.

10. The current hourly rate of the undersigned is \$425.00 and the current hourly rate of bankruptcy associates at the GFLLP firm ranges between \$200.00 and \$285.00. Other attorneys at GFLLP will assist with the representation of the Debtor as needed and bill at hourly rates of up to \$600.00. It is not expected at this juncture that the services of attorneys with a rate higher than mine will be necessary in the administration of these chapter 11 cases. When appropriate, the firm will use the services of law clerks and paralegals whose work will be billed at a rate of \$75.00 to \$160.00 per hour. These hourly rates are subject to periodic increases in the normal course of GFLLP's business.

11. The undersigned has read and is generally familiar with: (i) the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005 (the "Bankruptcy Code"), as amended; (ii) the Federal Rules of Bankruptcy Procedure; and (iii) the Local Rules of the United States Bankruptcy Court for the Eastern District of New York.

12. The undersigned is competent to represent the interests of the Debtor in this chapter 11 proceeding having had over twenty-two (22) years of experience as counsel for various debtors and creditors – both secured and unsecured – as well as for committees of unsecured creditors.

13. Prior to the petition Date, the Debtor paid GFLLP a retainer of \$65,000 for pre-petition workout and chapter 11 services. GFLLP is presently owed the sum of approximately \$63,000 for other work performed on behalf of the Debtor prior to the workout with the City of New York and the chapter 11 case (the "GFLLP Pre-Petition Claim"). GFLLP will waive the GFLLP Pre-Petition Claim in its entirety in the event it's retention is approved by this Court.

14. GFLLP will maintain detailed contemporaneous records of time and any actual and necessary expenses incurred in connection with the legal services rendered on behalf of the Debtor.

15. Fees will be paid to GFLLP only upon the entry of an order of this Court authorizing the payment of compensation pursuant to Bankruptcy Code sections 327, 330, and 331.

16. No previous application by GFLLP for the relief requested herein has been made.

WHEREFORE, it is respectfully requested that the Court enter the annexed Order and grant such other and further relief as the Court deems just and proper.

Dated: New York, New York
August 25, 2011

/s/Gary M. Kushner
Gary M. Kushner